



December 21, 2007

The Honorable Frederick J. Scullin, Jr.  
United States District Court  
Northern District of New York  
100 South Clinton Street  
Post Office Box 7367  
Syracuse, NY 13261-7367

RE: Chao v AZON Employees Retirement Plan  
Civil Action Number 3:06-CV-1006

Dear Judge Scullin:

Thank you for appointing me as Independent Fiduciary in the above referenced case. I will work diligently and expeditiously to distribute the assets in the plan to all plan participants and beneficiaries. Pursuant to the conclusion of the Court's Order dated December 4, 2007, I respectfully submit for your review and approval my proposed fee.

In executing my duties as outlined in the Order, including restating the plan document to comply with various tax law changes (Uruguay Round Agreement Act, Small Business Job Protection Act of 1996, Taxpayer Relief Act of 1997, Uniformed Services Employment and Reemployment Rights Act of 1994, Internal Revenue Service Restructure and Reform Act of 1998, Community Renewal Tax Relief Act of 2000, and the Economic Growth and Tax Relief Reconciliation Act of 2001), my proposed fee is \$6000. This fee includes out-of-pocket expenses such as mailing fees and fiduciary bond coverage.

I do not anticipate the need to retain attorneys, accountants, or actuaries in the execution of my duties. In the unlikely event a situation arises that requires an "outside" service provider, I will obtain prior approval from the court before obligating the Plan for such an expense.

Please contact me if you have any questions or require additional information.

Respectfully Submitted,

  
Jacqueline M. Carmichael

Judge Scullin  
December 21, 2007  
Page Two

Cc: John Campbell  
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Office of the Solicitor  
201 Varick Street, Room 983  
New York NY 10014

Mark Sheris  
US Dept of Labor  
Office of the Solicitor  
201 Varick Street, Room 983  
New York, NY 10014

The anticipated fees and expenses as  
stated herein is SO ORDERED and further it is  
ORDERED that, pursuant to this Court's  
Order of December 4, 2007, that upon approval of  
fees this case shall be closed, the Clerk is  
directed to close this case accordingly.  
IT IS SO ORDERED.

*F. Scullin*  
Frederick J. Scullin, Jr  
Senior U.S District Judge

January 14, 2008